



PT. Ultrajaya Milk Industry & Trading Co, Tbk

PEMANGGILAN

RAPAT UMUM PEMEGANG SAHAM

PT ULTRAJAYA MILK INDUSTRY & TRADING CO. Tbk

Direksi PT Ultrajaya Milk Industry & Trading Company Tbk ("**Perseroan**") dengan ini mengundang para Pemegang Saham Perseroan untuk menghadiri Rapat Umum Pemegang Saham Luar Biasa ("**Rapat**") yang akan diselenggarakan pada:

Hari & Tanggal : Selasa, 27 Oktober 2026

Waktu : 10.00 WIB – selesai

Tempat : Ruang Pertemuan Kantor Perseroan
PT Ultrajaya Milk Industry & Trading
Company Tbk
Jalan Raya Cimareme 131, Kabupaten
Bandung Barat 40552 – Indonesia

Mekanisme Rapat : Diselenggarakan secara fisik dan elektronik melalui aplikasi eASY.KSEI yang disediakan oleh PT Kustodian Sentral Efek Indonesia ("**KSEI**").

Mata Acara Rapat:

1. Persetujuan peningkatan modal ditempatkan dan modal disetor Perseroan melalui penambahan modal dengan memberikan hak memesan efek terlebih dahulu IV ("**PMHMETD IV**") untuk memenuhi ketentuan Peraturan Otoritas Jasa Keuangan ("**OJK**") No. 32/POJK.04/2015 tentang Penambahan Modal Perusahaan Terbuka Dengan Memberikan Hak Memesan Efek Terlebih Dahulu (yang telah diubah sebagian dengan:

(i) Peraturan OJK No. 14/POJK.04/2019 dan

(ii) Peraturan OJK No. 45/2024), termasuk persetujuan atas perubahan Anggaran Dasar Perseroan dalam rangka PMHMETD IV serta pemberian kuasa dan wewenang kepada Direksi Perseroan dengan hak

INVITATION

GENERAL MEETING OF SHAREHOLDERS

PT ULTRAJAYA MILK INDUSTRY & TRADING CO. Tbk

The Board of Directors of PT Ultrajaya Milk Industry & Trading Company Tbk (the "**Company**") hereby invite the Company's Shareholders to attend the Extraordinary General Meeting of Shareholders (the "**Meeting**") which will be held at:

Day & Date : Tuesday, 27 October 2026

Time : 10:00 a.m. Western Indonesia Time
("**WIB**") – end

Venue : The Company's Meeting Room
PT Ultrajaya Milk Industry & Trading
Company Tbk
Jalan Raya Cimareme 131, Kabupaten
West Bandung 40552 – Indonesia

Meeting Mechanism: Conducted physically and electronically through the eASY.KSEI application provided by PT Kustodian Sentral Efek Indonesia ("**KSEI**").

Meeting Agenda:

1. Approval of an increase in the Company's issued capital, and paid-in capital through a capital increase by granting preemptive rights IV ("**PMHMETD IV**") to comply with the provisions of Financial Services Authority ("**OJK**") Regulation No. 32/POJK.04/2015 on Capital Increases of Public Companies with Pre-Emptive Rights (as partially amended by:

(i) OJK Regulation No. 14/POJK.04/2019 and

(ii) OJK Regulation No. 45/2024), including approval of amendments to the Company's Articles of Association in connection with PMHMETD IV, as well as the granting of power and authority to the Company's Board of Directors, with the right of substitution, to



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substitusi untuk melaksanakan segala tindakan yang diperlukan berkaitan dengan PMHMETD IV.

Penjelasan:

Perseroan berencana untuk meningkatkan modal ditempatkan dan modal disetor melalui PMHMETD IV sesuai dengan ketentuan Peraturan OJK No. 32/POJK.04/2015 tentang Penambahan Modal Perusahaan Terbuka dengan Memberikan Hak Memesan Efek Terlebih Dahulu, sebagaimana telah diubah sebagian dengan:

- (i) Peraturan OJK No. 14/POJK.04/2019 dan
- (ii) Peraturan OJK No. 45 Tahun 2024 (“**POJK PMHMETD**”).

Rencana PMHMETD IV tersebut juga mencakup persetujuan atas perubahan Anggaran Dasar Perseroan dalam rangka pelaksanaan PMHMETD IV serta pemberian kuasa dan wewenang kepada Direksi Perseroan, dengan hak substitusi, untuk melaksanakan segala tindakan yang diperlukan sehubungan dengan pelaksanaan PMHMETD IV.

2. Persetujuan atas pengambilalihan atas 24.440 (dua puluh empat ribu empat ratus empat puluh) lembar saham atau setara dengan 100% (seratus) kepemilikan saham PT Frisian Flag Indonesia milik FrieslandCampina International Holding B.V., Blue Waves Group Ventures Pte. Ltd., dan PT Bahtera Wiraniaga Internusa, sebagai bagian dari rencana penyeteroran modal dalam bentuk selain uang (*inbreng*) dari PMHMETD IV, yang merupakan transaksi material sebagaimana dimaksud dalam Peraturan OJK No.17/POJK.04/2020 tentang Transaksi Material dan Perubahan Kegiatan Usaha (“**POJK No. 17/2020**”).

Penjelasan:

take all necessary actions in connection with the implementation of PMHMETD IV.

Explanation:

The Company plans to increase its issued and paid-up capital through PMHMETD IV in accordance with the provisions of OJK Regulation No. 32/POJK.04/2015 on Capital Increases of Public Companies with Pre-Emptive Rights, as partially amended by:

- (i) OJK Regulation No. 14/POJK.04/2019 and
- (ii) OJK Regulation No. 45 of 2024 (“**PMHMETD Regulation**”).

The proposed PMHMETD IV also includes approval of the amendment to the Company’s Articles of Association in connection with the implementation of PMHMETD IV, as well as the granting of authority and power of attorney to the Company’s Board of Directors, with the right of substitution, to take all necessary actions in connection with the implementation of PMHMETD IV.

2. Approval of the acquisition of 24,440 (twenty-four thousand four hundred forty) shares, equivalent to 100% (one hundred) of the shares in PT Frisian Flag Indonesia owned by FrieslandCampina International Holding B.V., Blue Waves Group Ventures Pte. Ltd., and PT Bahtera Wiraniaga Internusa, as part of the plan for a non-cash capital contribution (*inbreng*) from PMHMETD IV, which constitutes a material transaction as defined in OJK Regulation No. 17/POJK.04/2020 on Material Transactions and Changes in Business Activities (“**OJK Regulation No. 17/2020**”).

Explanation:



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Perseroan berencana untuk melakukan pengambilalihan saham PT Frisian Flag Indonesia ("FFI"), dimana hal ini merupakan bagian dari rencana penyetoran modal dalam bentuk lain selain uang (*inbreng*) dalam rangka pelaksanaan PMHMETD IV ("Rencana Inbreng"). Sebelum Rencana Inbreng, FFI dimiliki secara langsung oleh FrieslandCampina International Holding B.V. ("FCIH"). Setelah Rencana Inbreng, FCIH akan tetap mempertahankan kepemilikan secara tidak langsung atas FFI melalui kepemilikan sahamnya pada Perseroan.

Mengingat Rencana Inbreng tersebut merupakan Transaksi Material sebagaimana dimaksud dalam POJK No. 17/2020, Perseroan akan meminta persetujuan Rapat atas rencana transaksi tersebut.

3. Perubahan Susunan Direksi dan Dewan Komisaris Perseroan.

Penjelasan:

Perseroan berencana untuk melakukan perubahan susunan Direksi dan Dewan Komisaris yang akan berlaku efektif sejak tanggal penyelesaian Rencana Inbreng.

Berdasarkan Peraturan OJK No. 33/POJK.04/2014 tentang Direksi dan Dewan Komisaris Emiten atau Perusahaan Publik serta Anggaran Dasar Perseroan, perubahan susunan Direksi dan/atau Dewan Komisaris Perseroan wajib memperoleh persetujuan pemegang saham melalui Rapat Umum Pemegang Saham.

4. Persetujuan penggunaan penggunaan sebagian dari saldo laba ditahan Perseroan untuk dibagikan sebagai tambahan dividen tunai final.

The Company plans to acquire shares in PT Frisian Flag Indonesia ("FFI"), as part of proposed a capital contribution in a form other than cash (*inbreng*) as part of the implementation of PMHMETD IV. ("**Proposed Inbreng**"). Prior to the Proposed Inbreng, FFI is directly owned by FrieslandCampina International Holding B.V. ("FCIH"). Following the Proposed Inbreng, FCIH will continue to maintain indirect ownership of FFI through its shareholding in the Company

As the Proposed *Inbreng* constitutes a Material Transaction as referred to in OJK Regulation No. 17/2020, the Company will seek approval from the Meeting for the proposed transaction.

3. Changes in the Composition of the Company's Board of Directors and Board of Commissioners.

Explanation:

The Company plans to make changes to the composition of its Board of Directors and Board of Commissioners, which will become effective as of the completion date of the Proposed Inbreng.

Pursuant to OJK Regulation No. 33/POJK.04/2014 on the Board of Directors and Board of Commissioners of Issuers or Public Companies, as well as the Company's Articles of Association, any changes to the composition of the Company's Board of Directors and/or Board of Commissioners require approval from the shareholders through a General Meeting of Shareholders.

4. Approval of the use of a portion of the Company's retained earnings to be distributed as an additional final cash dividend.



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Penjelasan:

Perseroan bermaksud mengusulkan kepada para Pemegang Saham untuk menyetujui penggunaan sebagian saldo laba Perseroan per tanggal 31 Desember 2025 sebagai tambahan dividen tunai.

5. Persetujuan perubahan dan pernyataan kembali Anggaran Dasar Perseroan.

Penjelasan:

Perseroan berencana untuk melakukan perubahan dan menyatakan kembali seluruh ketentuan anggaran dasar Perseroan sesuai dengan kebutuhan dan penerapan tata kelola perusahaan yang baik (*good corporate governance*) di Perseroan.

Informasi mengenai Rapat dapat diakses juga melalui situs web Perseroan pada:

<https://www.ultrajaya.co.id/investor-relation/rups/ind>

CATATAN :

1. Perseroan tidak mengirimkan undangan tersendiri kepada masing-masing Pemegang Saham, dan Pemanggilan ini merupakan undangan resmi untuk menghadiri Rapat.

Sesuai dengan Pasal 52 Peraturan OJK No. 15/POJK.04/2020 tentang Rencana dan Penyelenggaraan Rapat Umum Pemegang Saham Perusahaan Terbuka ("POJK No. 15/2020"), Pemanggilan Rapat diumumkan dan dapat dilihat pada:

- Situs web Bursa Efek Indonesia:
<https://www.idx.co.id/>;
- Situs web Perseroan:

Explanation:

The Company intends to propose to the Shareholders the approval of the appropriation of a portion of the Company's retained earnings as of December 31, 2025, as an additional final cash dividend.

5. Approval of the amendment to the Company's Articles of Association.

Explanation:

The Company plans to amend and restate the entire provisions of the Company's Articles of Association in accordance with the Company's requirements and the implementation of good corporate governance principles.

Information regarding the Meeting can be accessed via the Company's website at:

<https://www.ultrajaya.co.id/investor-relation/rups/eng>

NOTES :

1. The Company does not send individual invitations to each Shareholder, and this Invitation serves as the formal invitation to attend the Meeting.

In accordance with Article 52 of OJK Regulation No. 15/POJK.04/2020 on the Planning and Organization of General Meetings of Shareholders of Public Companies ("OJK Regulation No. 15/2020"), this Invitation has been announced and can also be accessed on:

- the website of the Indonesia Stock Exchange:
<https://www.idxnet.co.id/>;
- the Company's website:



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<https://www.ultrajaya.co.id/>;

- Situs web eASY.KSEI: <https://easy.ksei.co.id/>.

https://www.ultrajaya.co.id;

- the eASY.KSEI website: <https://easy.ksei.co.id>.

2. Bahan-bahan yang terkait dengan mata acara Rapat, telah tersedia dan dapat diunduh melalui situs web Perseroan, sejak sebelum tanggal Pemanggilan Rapat ini.

2. Materials related to the agenda of the Meeting, have been made available and can be downloaded via the Company's website prior to the date of this Invitation.

3. Rapat akan diselenggarakan dengan berlandaskan kepada:

3. The Meeting will be held with reference to:

- a. Anggaran Dasar Perseroan;
- b. POJK No. 15/2020;
- c. Peraturan OJK No. 14 tahun 2025 tentang Pelaksanaan Rapat Umum Pemegang Saham, Rapat Umum Pemegang Obligasi, dan Rapat Umum Pemegang Sukuk Secara Elektronik.

- a. The Company's Articles of Association;
- b. OJK Regulation No. 15/2020
- c. OJK Regulation No. 14 of 2025 on the Implementation of General Meetings of Shareholders, General Meetings of Bondholders, and General Meetings of Sukukholders Electronically.

4. Para pihak yang berhak mengikuti Rapat adalah:

4. The parties who are entitled to attend the Meeting are:

- a. Pemegang Saham, yang pada tanggal 2 Oktober 2026, jam 16.00 WIB., namanya tercatat dalam Daftar Pemegang Saham Perseroan yang dikeluarkan oleh Biro Administrasi Efek Perseroan,, PT Adimitra Jasa Korpora ("BAE").

- a. Shareholders who, as of 2 October 2026, at 04.00 p.m. Time, have their names duly registered in the Company's Shareholder Register issued by the Securities Administration Bureau, PT Adimitra Jasa Korpora ("BAE").

- b. Pemegang Saham, yang saham-sahamnya berada pada penitipan kolektif atau pada bank kustodian, yang pada tanggal 2 Oktober 2026 sampai dengan paling lambat jam 16.00 WIB, namanya tercatat dalam daftar pemegang rekening di PT Kustodian Sentral Efek Indonesia ("KSEI") atau Bank Kustodian.

- b. Shareholders whose shares are held in collective custody or with a custodian bank, who, as of 2 October 2026, no later than 04.00 p.m. Time, have their names registered in the list of account holders maintained by PT Kustodian Sentral Efek Indonesia ("KSEI") or the Custodian Bank.

5. Perseroan menghimbau Pemegang Saham atau kuasanya untuk menghadiri Rapat secara elektronik.

5. The Company encourages Shareholders or their authorized proxies to attend the Meeting electronically. Shareholders or their authorized proxies



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Bagi Pemegang Saham atau kuasanya yang bermaksud hadir secara fisik, agar memperhatikan hal-hal berikut:

- a. Pemegang Saham yang sahamnya berada dalam penitipan kolektif atau pada bank kustodian wajib membawa Konfirmasi Tertulis Untuk Rapat (“**KTUR**”) dan menyerahkannya kepada petugas pendaftaran sebelum Rapat dimulai.
- b. Pemegang Saham individu wajib membawa fotokopi Surat Kolektif Saham dan KTP atau tanda pengenalan lainnya.
- c. Pemegang Saham berbentuk badan hukum wajib membawa fotokopi Anggaran Dasar terakhir dan akta pengangkatan pengurus yang berlaku.
- d. Perseroan dapat membatasi jumlah Pemegang Saham atau kuasanya yang hadir secara fisik serta melarang pihak yang sakit memasuki ruang Rapat.
- e. Untuk kelancaran Rapat, Pemegang Saham atau kuasanya yang hadir secara fisik dimohon hadir paling lambat 30 (tiga puluh) menit sebelum Rapat dimulai.

Perseroan tidak menyediakan makanan maupun suvenir bagi Pemegang Saham atau kuasanya yang hadir dalam Rapat.

6. Kepada para Pemegang Saham yang tidak dapat mengikuti dan/atau menghadiri Rapat Perseroan, disarankan agar Pemegang Saham memberikan kuasa atas hak kehadirannya, termasuk hak untuk memberikan suara dan menyampaikan pertanyaan dalam Rapat, kepada pihak lain, dengan ketentuan sebagai berikut:

who intend to attend the Meeting physically are kindly requested to observe the following:

- a. Shareholders whose shares are held in collective custody or with a custodian bank must bring the Written Confirmation for the Meeting (“**KTUR**”) and submit it to the registration officer prior to the commencement of the Meeting.
- b. Individual Shareholders must bring a copy of the Collective Share Certificate and Identity Card (KTP) or other valid identification.
- c. Shareholders in the form of legal entities must bring a copy of their latest Articles of Association and the applicable deed of appointment of their management.
- d. The Company may limit the number of Shareholders or their proxies physically present and prohibit sick individuals from entering the Meeting venue.
- e. For the orderly conduct of the Meeting, Shareholders or their authorized proxies attending physically are kindly requested to arrive at the Meeting venue at least 30 (thirty) minutes before the Meeting commences.

The Company will not provide meals or souvenirs to Shareholders or their authorized proxies attending the Meeting.

6. Shareholders who are unable to attend and/or participate in the Company’s Meeting are advised to authorize another party to exercise their rights to attend the Meeting, including the right to vote and raise questions at the Meeting, subject to the following provisions:



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a. Pemegang Saham dapat menggunakan salah satu dari 2 (dua) surat kuasa yang dipersiapkan oleh Perseroan, yaitu:

i. Surat Kuasa Konvensional

Formulir Surat Kuasa Konvensional dapat diunduh melalui situs web Perseroan.

Surat kuasa ini merupakan pemberian kuasa dari Pemegang Saham kepada pihak lain yang mencakup hak untuk menghadiri Rapat, memberikan suara, dan mengajukan pertanyaan atas setiap mata acara Rapat.

Surat kuasa yang telah dilengkapi dan ditandatangani, beserta dokumen pendukungnya, wajib di-scan dan dikirimkan melalui surat elektronik (*email*) kepada opr@adimitra-jk.co.id, serta dokumen aslinya dikirimkan melalui surat tercatat kepada BAE Perseroan:

PT ADIMITRA JASA KORPORA
Kirana Boutique Office
Jalan Kirana Avenue III Blok F3 No. 5
Kelapa Gading – Jakarta Utara 14250

Surat kuasa tersebut paling lambat harus telah diterima oleh BAE pada tanggal 26 Oktober 2026.

ii. Surat Kuasa Elektronik atau e-Proxy

Surat Kuasa Elektronik atau e-Proxy dapat diakses secara elektronik melalui situs web eASY.KSEI.

Surat Kuasa Elektronik atau e-Proxy merupakan fasilitas pemberian kuasa yang disediakan oleh KSEI untuk memfasilitasi dan mengintegrasikan pemberian kuasa dari Pemegang Saham yang sahamnya berada dalam penitipan kolektif KSEI kepada penerima kuasa

a. Shareholders may use one of the following 2 (two) forms of power of attorney prepared by the Company:

i. Conventional Power of Attorney

The Conventional Power of Attorney form may be downloaded from the Company's website.

This power of attorney constitutes an authorization granted by a Shareholder to another party, including the rights to attend the Meeting, cast votes, and raise questions regarding each agenda item of the Meeting.

The duly completed and signed power of attorney, together with the required supporting documents, must be scanned and sent by email to opr@adimitra-jk.co.id, and the original documents must be sent by registered mail to the Company's BAE:

PT ADIMITRA JASA KORPORA
Kirana Boutique Office
Jalan Kirana Avenue III Blok F3 No. 5
Kelapa Gading – North Jakarta 14250

The power of attorney must be received by the BAE no later than 26 October 2026.

ii. Electronic Power of Attorney or e-Proxy

The Electronic Power of Attorney or e-Proxy may be accessed electronically through the eASY.KSEI website.

The Electronic Power of Attorney or e-Proxy is a power of attorney facility provided by KSEI to facilitate and integrate the granting of authority by Shareholders whose shares are held in the collective custody of KSEI to their authorized representatives electronically



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secara elektronik melalui situs web eASY.KSEI, paling lambat 1 (satu) hari kerja sebelum tanggal Rapat.

Pemegang Saham Perseroan yang akan menggunakan fasilitas eASY.KSEI dapat mengunduh panduan penggunaan melalui tautan berikut:

<https://www.ksei.co.id/data/download-data-and-user-guide>

b. Anggota Direksi, anggota Komisaris, dan karyawan Perseroan dapat bertindak selaku kuasa Pemegang Saham di dalam Rapat, namun suara yang mereka keluarkan dalam pemungutan suara tidak akan dihitung.

Karena keterbatasan kapasitas ruang Rapat, Perseroan menghimbau Pemegang Saham untuk tidak hadir secara fisik dan memberikan kuasa secara elektronik melalui fasilitas eASY.KSEI kepada PT Adimitra Jasa Korpora selaku BAE Perseroan.

through the eASY.KSEI website, no later than 1 (one) business day prior to the date of the Meeting.

Shareholders of the Company who intend to use the eASY.KSEI facility may download the user guide through the following link:

<https://www.ksei.co.id/data/download-data-and-user-guide>

b. Members of the Board of Directors, members of the Board of Commissioners, and employees of the Company may act as proxies for Shareholders at the Meeting, however, any votes cast by such proxies shall not be counted.

Due to the limited capacity of the Meeting venue, the Company strongly encourages Shareholders not to attend the Meeting physically and to grant their proxy electronically through the eASY.KSEI facility to PT Adimitra Jasa Korpora, as the Company's BAE.

Bandung Barat, 5 Oktober 2026

DIREKSI

**PT ULTRAJAYA MILK INDUSTRY & TRADING
COMPANY Tbk**

West Bandung, 5 October 2026

BOARD OF DIRECTORS

**PT ULTRAJAYA MILK INDUSTRY & TRADING
COMPANY Tbk**